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C. THOMAS WYCHE
DAVID L. FREEMAN
JAMES C. PARHAM, JR.
JAMES M. SHOEMAKER, JR.
WILLIAM W. KEHL
CHARLES W. WOFFORD
LARRY D. ESTRIDGE
D. ALLEN GRUMBINE
CARY H. HALL, JR.
CARL F. MULLER
HENRY L. PARR, JR.

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RECORDATION NO. 11622 Filed 1425
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
GREENVILLE, SOUTH CAROLINA 29603

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 11622 Filed 1425

March 25, 1980

APR 1 - 1980 - 9 35 AM

11622
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APR 1 - 1980 - 9 35 AM
INTERSTATE COMMERCE COMMISSION

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Mrs. Lee
INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
Constitution Avenue at 12th St., N.W.
Washington, D. C. 20023

RECORDATION NO. 11622
Date APR 1 1980
Fee \$ 100.60

INTERSTATE COMMERCE COMMISSION
Washington, D. C.

Dear Mrs. Lee:

Please find enclosed for filing with the Interstate Commerce Commission the following documents:

1. Security Agreement dated as of March 3, 1978 by Peninsula Terminal Company in favor of Pickens Railroad Company;
2. Amendment to the aforementioned Security Agreement dated as of September 1, 1978;
3. Lease Agreement made as of March 17, 1978 between Pickens Railroad Company as Lessor and Peninsula Terminal Company as Lessee;
4. Amendment dated as of September 1, 1978 to the aforementioned Lease.

have the 9590
The Security Agreement and the Lease previously had been filed with the Interstate Commerce Commission on July 21, 1978 and assigned the 9590 series of recording numbers. However, both were subsequently removed from the records of the Interstate Commerce Commission by a Filing Removal Instrument made as of August 30, 1978.

At this time we wish to refile the Security Agreement and the Lease, and to file for the first time the Amendments to these documents.

Please find enclosed our check in the amount of \$100.00 cover the cost of filing these four documents. The address of Pickens Railroad Company is 1100 Centre Square, 1500 Market Street, Philadelphia, Pennsylvania. The address of Peninsula Terminal Company is 1100 Centre Square, 1500 Market Street, Philadelphia, Pennsylvania. Also, please find enclosed two copies of each of the aforementioned documents. Please stamp them with the new recording information and return them to me.

Very truly yours,

Carl F. Muller
Carl F. Muller

STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

RECORDATION NO. 11622-^C Filed 1425

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LEASE AMENDMENT
INTERSTATE COMMERCE COMMISSION

WHEREAS, Pickens Railroad Company, a South Carolina corporation, (Pickens), as Lessor, and Peninsula Terminal Company, an Oregon corporation (Peninsula), as Lessee have entered into a Lease Agreement made as of March 17, 1978 for the lease of a minimum of five hundred (500) boxcars Type XM; and,

WHEREAS, those boxcars are described in a Lease Schedule attached as Exhibit A to the Lease; and

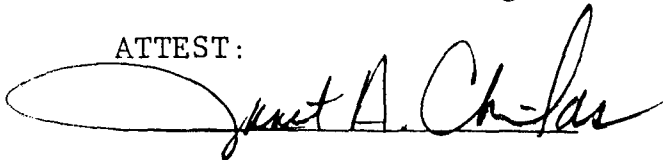
WHEREAS, Pickens and Peninsula desire to amend the Lease Agreement to increase to six hundred (600) the number of boxcars covered by the lease;

NOW, THEREFORE, in consideration of premises and One Dollar (\$1.00) paid by each party to the other, Pickens and Peninsula hereby agree that:

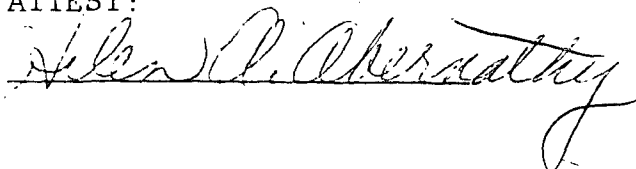
1. The Lease Agreement is hereby amended to cover a minimum of six hundred (600) boxcars, Type XM.
2. Lease Schedule Number 2, attached to this Amendment, is hereby included in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to Lease Agreement as of September 1, 1978.

ATTEST:



ATTEST:



PICKENS RAILROAD COMPANY

By: 

PENINSULA TERMINAL COMPANY

By: 

OREGON
STATE OF ~~ILLINOIS~~)
MULTNOMAH
COUNTY OF ~~COOK~~)

On this 1st day of September, 1978, before me personally appeared T. H. Hard, to me personally known, who, being by me duly sworn, says that he is President of Peninsula Terminal Company and Helen Abernathy, to me personally known to be an officer of said corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dea. Celosie
Notary Public

My Commission Expires: 2-16-82

STATE OF . SOUTH CAROLINA)
PICKENS
COUNTY OF ~~XXXXXXXXXX~~)

On this 1st day of September, 1978, before me personally appeared Donald K. Gooding, to me personally known, who, being by me duly sworn, says that he is U. S. President of Pickens Railroad Company and _____, to me personally known to be the Secretary of said corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carl Gooding Miller
Notary Public

My Commission Expires: 01/11/88

Exhibit A

LEASE SCHEDULE NUMBER 2

Lease Schedule, dated this 1st day of September, 1978, by and between Pickens Railroad Company (Pickens), and Peninsula Terminal Company (Peninsula).

The Boxcars described herein are leased to Lessee subject to the terms and conditions of that certain Lease of which this Schedule is a part between Pickens and Lessee, dated March 17, 1978.

DESCRIPTION OF CAR:	Seventy-ton, 50 foot, 6 inch Type XM Boxcar
NUMBER OF CARS:	One Hundred (100)
REPORTING NUMBERS AND MARKS:	PT 200100 - PT 200199
TERM:	Ten (10) years from the date of delivery and acceptance of each Boxcar covered by this Schedule
SPECIFICATION DESIGNATED BY LESSEE:	NONE
PLACE OF DELIVERY:	Manufacturer's Plant

PENINSULA TERMINAL COMPANY
Lessee

By: J. H. Hare

PICKENS RAILROAD COMPANY
Lessor

By: [Signature]